

PEPPER, HAMILTON & SCHEETZ

ATTORNEYS AT LAW

1776 F STREET, N.W.

WASHINGTON, D. C. 20006

(202) 862-7500

2049 CENTURY PARK EAST
LOS ANGELES, CA. 90067
(213) 879-0904

123 SOUTH BROAD STREET
PHILADELPHIA, PA. 19109
(215) 893-3000

SUITE 400
10 SOUTH MARKET SQUARE
HARRISBURG, PA. 17108
(717) 233-8483

WRITER'S DIRECT DIAL NUMBER
(202) 626-7258

RECORDATION NO. *83 65 B* Filed 1425

JUL 1 1980 12 45 PM

INTERSTATE COMMERCE COMMISSION

0-183A123

Date JUL 1 1980

Fee \$ 10.00

ICS Washington, D.C.

Ms. Mildred R. Lee
Public Record Section
Office of the Secretary
Interstate Commerce Commission
Washington, D.C. 20423

Re: Filing of Conrail - Erie Lackawanna
Amendment Agreement

Dear Ms. Lee:

Enclosed for filing please find an original and three copies of an amendment agreement correcting certain errors contained in pages A-13 and A-14 of Exhibit A to EL-CRC-RS&E-2, an assignment of rolling stock financing agreements filed with the Commission on April 1, 1976. This assignment was between the Trustees of the Erie Lackawanna Railway Corporation and the Consolidated Rail Corporation (Conrail). Please file a copy of the Amendment in the appropriate Conrail files opened by the Commission in 1976. In addition, please file a copy of the Agreement in the appropriate files for the Erie Lackawanna Railway Company. If you wish, Mr. Brian Leonard of my office will assist you in locating the appropriate files.

Please acknowledge that this agreement was filed and recorded by time-stamping a copy of the Agreement and returning it to Mr. Leonard. Thank you for your consideration in this matter.

Sincerely,

Andrew D. Lipman

Andrew D. Lipman

ADL:dmh
Enclosure
cc: Gregg Miller, Esquire

PLEASE REPLY TO WASHINGTON OFFICE

RECEIVED
JUL 1 12 44 PM '80
I.C.C. OPERATION BR.
FEE OPERATION BR.

Brian R. Leonard
Andrew D. Lipman

Interstate Commerce Commission
Washington, D.C. 20423

7/1/80

OFFICE OF THE SECRETARY

Andrew D. Lipman
Pepper, Hamilton & Scheetz
1776 F. Street, N.W.
Washington, D.C. 20006

Dear **Sir:**

The enclosed document(s) was recorded pursuant to the provisions of Section 11303 of the Interstate Commerce Act, 49 U.S.C. 11303, on **7/1/80** at **12:45pm**, and assigned re-
recording number(s). **8265-B**

Sincerely yours,

Agatha L. Mergenovich
Agatha L. Mergenovich
Secretary

Enclosure(s)

SE-30
(7/79)

AMENDMENT AGREEMENT

Correcting

THIS AGREEMENT, made as of this *26th* day of *March* 1980, by and between Thomas F. Patton and Ralph S. Tyler, Jr., as Trustees of the Property of Erie Lackawanna Railway Company, Debtor ("Trustees") and Consolidated Rail Corporation, a Pennsylvania corporation ("Conrail").

RECORDATION NO. *8865-B* Filed 1425

WITNESSETH:

JUL 1 1980 - 12 45 PM

WHEREAS, on March 25, 1976 the Special United States District Court established pursuant to Section 209(b) of the Interstate Commerce Commission Rail Reorganization Act of 1973, as amended ("Rail Act") ("Special Court"), ordered the Trustees to execute and deliver to Conrail Document No. EL-CRC-RS&E-2 (the "Assignment"), pursuant to its Order of Conveyance to Trustees of Railroads in Reorganization in the Region (the "Conveyance Order") and;

WHEREAS, the Conveyance Order provides in Section 5A thereof a procedure for the correction of errors by transferors and transferees to the extent necessary to carry out the intent in the Final System Plan certified to the Special Court by the United States Railway Association, and;

WHEREAS, the Trustees and Conrail desire to correct certain errors in the Assignment, without waiving any of their rights, as provided in Sections 2 and 3 of the Conveyance Order; and without prejudice to any of the issues being litigated in the Special Court or the Reorganization Court.

NOW THEREFORE, the Trustees and Conrail, intending to be legally bound hereby, do hereby agree as follows:

1. That Pages A-13 and A-14 of Exhibit A to the Assignment be, and it hereby is, amended to read in full as attached hereto.

IN WITNESS WHEREOF, the Trustees and Conrail have caused this Amendment Agreement to be executed as of the day and year first above written.

Signed and acknowledged
in the presence of:

Thomas F. Patton and Ralph
S. Tyler, Jr., as Trustees
of the Property of Erie
Lackawanna Railway Company,
Debtor

B. W. Budmick
SECRETARY

By: *[Signature]*
H.A. Zilli, Jr., Administrative
Officer as designated by Order
No. 483

Attest:

M. W. Powell
Assistant Secretary

CONSOLIDATED RAIL CORPORATION

By: *[Signature]*
ASST. VICE PRESIDENT-REAL ESTATE

AM

UNITED STATES RAILWAY ASSOCIATION

EXHIBIT A (Amended) to EL-CRC-RS&E-2
ERIE LACKAWANNA RAILWAY

CONDITIONAL SALE AGREEMENTS

Page A-13

ICC.NO.	AGREEMENT DATE	PAYEE/ADDRESS	PAYMENT DATE ADVANCE OR ARREARS	VOL./PART NUMBER		FINANCE NUMBER
7199-A	February 1, 1974	First Jersey National Bank 2 Montgomery Street Jersey City, New Jersey	May 1, 1976 Arrears, Semi-Annual	2	4	42
3046	September 1, 1964	Morgan Guaranty Trust Company of New York 23 Wall Street Attn: Corporate Trust Dept. New York, New York 10015	September 1, 1976 Arrears, Semi-Annual	2	4	43
3045	September 1, 1964	Morgan Guaranty Trust Company of New York 23 Wall Street Attn: Corporate Trust Dept. New York, New York 10015	September 1, 1976 Arrears, Semi-Annual	2	4	44
3413	August 1, 1965	General Electric Company 29 East Lake Road Erie, Pennsylvania 16531	August 1, 1976 Arrears, Semi-Annual	2	4	45
3441	August 1, 1965	Morgan Guaranty Trust Company of New York 23 Wall Street Attn: Corporate Trust Dept. New York, New York 10015	August 1, 1976 Arrears, Semi-Annual	2	4	96
4942	April 15, 1968	Morgan Guaranty Trust Company of New York 23 Wall Street Attn: Corporate Trust Dept. New York, New York 10015	April 15, 1976 Arrears, Semi-Annual	2	4	46
6813	November 21, 1972	Morgan Guaranty Trust Company of New York 23 Wall Street Attn: Corporate Trust Dept. New York, New York 10015	May 1, 1976 Arrears, Quarterly	2	4	47
6816	November 21, 1972	Morgan Guaranty Trust Company of New York 23 Wall Street Attn: Corporate Trust Dept. New York, New York 10015	May 1, 1976 Arrears, Quarterly	2	4	97

UNITED STATES RAILWAY ASSOCIATION

EXHIBIT A (Amended) to EL-CRC-RS&E-2
ERIE LACKAWANNA RAILWAY

CONDITIONAL SALE AGREEMENTS

Page A-14

IOC.NO.	AGREEMENT DATE	PAYEE/ADDRESS	PAYMENT DATE ADVANCE OR ARREARS	VOL./PART NUMBER	FINANCE NUMBER
4367	May 1, 1967	First National City Bank 399 Park Avenue New York, New York 10017	May 1, 1976 Arrears, Semi-Annual	2	48
4368	May 2, 1967 *November 1, 1974	Continental Illinois National Bank and Trust Company of Chicago 231 South LaSalle Street Chicago, Illinois 60693	November 1, 1976 (principal) Arrears, Semi-Annual May 1, 1976 (interest) Arrears, Semi-Annual	2	49
4859	April 15, 1968	Morgan Guaranty Trust Company of New York 23 Wall Street Attn: Corporate Trust Dept. New York, New York 10015	April 15, 1976 Arrears, Semi-Annual	2	98

*Amended

STATE OF OHIO

COUNTY OF CUYAHOGA

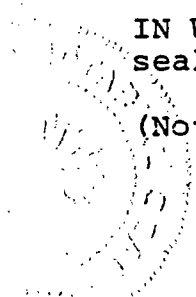
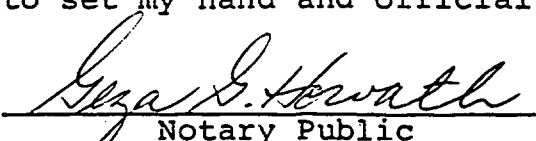
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On this 26th day of March, 1980 before me, a Notary Public authorized to take acknowledgements and proofs in the County of Cuyahoga, personally appeared H. A. Zilli, Jr., personally known to me to be the person whose name is subscribed to the foregoing Amendment Agreement and acknowledged himself to be an Officer of Thomas F. Patton and Ralph S. Tyler, Jr., Trustees of the Property of Erie Lackawanna Railway Company, Debtor, and that as such Officer and being authorized so to do, he executed the foregoing Amendment Agreement on behalf of and in the name of the Trustees as their free act and deed for the purposes therein contained.

IN WITNESS WHEREOF, I hereunto set my hand and official seal.

(Notarial Seal)



Notary Public

GEZA G. HORVATH, Notary Public
State of Ohio - Cuyahoga County.
My commission expires May 26, 1984

COMMONWEALTH OF PENNSYLVANIA :

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SS

COUNTY OF PHILADELPHIA

On this 14th day of April, 1980 before me, a Notary Public authorized to take acknowledgments, and proofs in the County of Philadelphia, personally appeared Lawrence A. Huff, to me personally known, who, being by me duly sworn, says that he is Assistant Vice President-Real Estate of Consolidated Rail Corporation, that the seal affixed to the foregoing Amendment Agreement is the corporate seal of said corporation, and that said instrument was signed and sealed on behalf of said corporation by authority of its Board of Directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

(Notarial Seal)


Notary Public

FRANCIS C. FLYNN -
Notary Public, Philadelphia, Philadelphia Co.
My Commission Expires July 2, 1983